

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
W. R. GRACE & CO., <u>et al.</u> ,)	Chapter 11
)	Case No. 01-01139 (JKF)
Debtors,)	(Jointly Administered)
)	Docket No. 1568
)	
)	Hearing: February 25, 2002 8:00 a.m.

**OBJECTION OF DEBTORS TO THE APPLICATION FOR ORDER
PURSUANT TO SECTIONS 1103(a) AND 328(a) OF THE BANKRUPTCY
CODE AND FED. R. BANKR. P. 2014 AND 2016 AUTHORIZING THE
RETENTION AND EMPLOYMENT OF HAMILTON, RABINOVITZ & ALSCHULER,
INC. AS CONSULTANTS TO THE OFFICIAL COMMITTEE OF ASBESTOS
PROPERTY DAMAGE CLAIMANTS, NUNC PRO TUNC TO MAY 2, 2001**

The Debtors do not believe that the Official Committee of Asbestos Property Damage Claimants (the “PD Committee”) is required to file an Application to employ Hamilton, Rabinovitz & Alschuler, Inc. (“HRA”) as consultants. Pursuant to the Court’s June 22, 2001 Order Authorizing The Retention of Experts (the “Expert Order”), the PD Committee has the permission to employ HRA without the need to file an Application. However, Debtors object to the continued employment of HRA, to the extent HRA is being employed to analyze the Property Damage Claims in this case. HRA is not qualified to provide such analysis. All of HRA’s Asbestos experience is essentially with respect to Personal Injury claims and the issues faced by Debtors with Asbestos Personal Injury liabilities.

On the other hand, to the extent that HRA is being hired by the PD Committee to analyze the Debtors' Asbestos Personal Injury liability so that the PD Committee may be in a position to understand that liability for purposes of negotiating Plan issues with the Asbestos Personal Injury Committee, Debtors do not object to HRA's retention. Debtors simply suggest that HRA's

retention be limited to this issue and HRA avoid duplicating efforts that may be made by the experts retained by the Debtors and/or the Asbestos Personal Injury Committee.

Wherefore, , the Debtors object to the employment of HRA to the extent such employment is for the purposes of analyzing Property Damage claims and the Debtors reserve their rights pursuant to section 330 of the Bankruptcy Code to object to the payment of any fees incurred by HRA which are not necessary or beneficial to the Debtors' estates.

Dated: February 18, 2002

KIRKLAND & ELLIS
David Bernick
James H.M. Sprayregen
James W. Kapp III
Janet S. Baer
200 East Randolph Drive
Chicago, Illinois 60601
Tel: (312) 861-2000
Fax: (312) 861-2200

and

PACHULSKI, STANG, ZIEHL YOUNG & JONES P.C.

/s/ David W. Carickhoff, Jr.
Laura Davis Jones (#2436)
David W. Carickhoff, Jr. (#3715)
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705 (Courier 19801)
Tel: (302) 652-4100

Co-Counsel for the Debtors and Debtors in Possession